



**2017 ANNUAL GENERAL MEETING
OF SHAREHOLDERS
PROQR THERAPEUTICS N.V.
-
MINUTES**



Date: 10 May 2017
Location: Apollolaan 15, 1077 AB Amsterdam (Allen & Overy LLP offices)

1. Opening of the AGM and welcoming of the shareholders

Antione Papiernik, the vice chairman of the Supervisory Board of ProQR, opened the General Meeting and welcomed all attendees. Antione Papiernik noted he will act as chairman of the general meeting of shareholders because the chairman of the Supervisory Board, Dinko Valerio, was absent.

The chairman informed the meeting that the following members of the Management team were present:

- Daniel de Boer, Chief Executive Officer
- Rene Beukema, Chief Corporate Development Officer and General Counsel
- Smital Shah, Chief Financial Officer

And after that the chairman welcomed the other members of the Supervisory Board present at the meeting:

- Henri Termeer
- Alison Lawton
- Paul Baart
- James Shannon

The chairman also welcomed Sophie Roozendaal, the company's civil law notary from Allen & Overy and appointed her as secretary of the meeting. Finally, the chairman noted that Ingrid Buitendijk and Pieter van de Goor from Deloitte, are present and welcomed them.

Subsequently the chairman went through the formal and procedural points of the meeting and in that respect noted that the meeting has been convened taking into account all applicable legal and statutory provisions. The chairman also informed the meeting that the total number of shares outstanding as per the record date amounted to 25,047,740 ordinary shares. According to the attendance list, 14,452,373 ordinary shares are present or represented at this meeting. The chairman explained that each share entitles the holder to one vote and that all resolutions on this meeting may be passed by an absolute majority of the votes cast.

No questions were asked about the formalities. The chairman then proceeded with the next item of the agenda.

2. Report of the Management Board for the financial year 2016 (discussion item)

The chairman introduced agenda item 2 and gave the floor to the Company's CEO **Daniel de Boer**, to highlight the Company's performance in 2016.

Daniel de Boer walked the general meeting by means of slides through the Company's progress in 2016 and this year to date. He also gave a summary of some of the key people involved in the

Company and the key collaborations around the world the Company has established. The slides are available on the Company's website.

After that **Daniel de Boer** gave the floor to Smital Shah, the Company's Chief Financial Officer.

Smital Shah explained the financials for the year end at December 2016 on the basis of the balance sheet, the Profit & Loss, and the cash flow and illustrated on slides. The slides are available on the Company's website.

Smitah Shah then gave the floor to the chairman.

The chairman noted that no questions were asked about this agenda item. The chairman then proceeded with the next item of the agenda.

3. Disclosure of remuneration in the annual accounts for the financial year 2016 (discussion item)

The chairman noted that this item concerns the report on the remuneration of the Management Board and Supervisory Board in 2016.

The relevant terms of such remuneration were shown in two slides and the chairman went through these slides.

No questions were asked about this agenda item. The chairman then proceeded with the next item of the agenda.

4. Adoption of the annual accounts, including the appropriation of net result, for the financial year 2016 (voting item)

The chairman proposed to the meeting to adopt ProQR's annual accounts for the financial year 2016.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

The chairman then proceeded with the next item of the agenda.

5. Release from liability of the members of the Management Board with respect to the performance of their management during the financial year 2016 (voting item)

The chairman proposed to the meeting to grant discharge from liability of the Management Board for the performance of their duties during 2016.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

The chairman then proceeded with the next item of the agenda.

6. Release from liability of the members of the Supervisory Board with respect to the performance of their supervision during the financial year 2016 (voting item)

The chairman proposed to the meeting to grant discharge from liability of the Supervisory Board for the performance of their supervision during 2016.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

The chairman then proceeded with the next item of the agenda.

7. Composition Supervisory Board: reappointment of Supervisory Board member Antoine Papiernik (voting item)

The chairman informed the meeting that this item of the agenda relates to the reappointment of himself as member of the Supervisory Board until the close of the AGM 2021.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

8. Appointment Deloitte Accountants B.V. as the Company's external auditor for the financial year 2018 (voting item)

The chairman proposed to the meeting to appoint Deloitte Accountants B.V. as the Company's external auditor for the financial year 2018.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

The chairman then proceeded with the next item of the agenda.

9. Delegation to the Management Board of the authority (i) to issue ordinary

shares, (ii) to grant rights to subscribe for such shares and (iii) to limit and exclude pre-emption rights in respect of any issue of ordinary shares or any granting of rights to subscribe for such shares (voting item)

The chairman proposed to the meeting to renew the existing authorization delegated to the Management Board in an extraordinary general meeting held in 2014 in the following manner:

- a) To issue ordinary shares for general purposes and/or for mergers, demergers, acquisitions and other strategic transactions and alliances or a combination thereof up to 30% of the company's issued share capital plus for issuance under stock option plans of up to 15% of the company's issued share capital minus any treasury shares for a period of five years from the date of the resolution of the AGM;
- b) To grant right to subscribe for such ordinary shares;
- c) To limit or exclude pre-emptive rights of holders of ordinary shares.

The chairman explained that this renewed authorisation shall be valid for a period of five years from the date of this AGM and shall include the authority to determine the price and further terms and conditions of any such issuance or grant. And that the use by the Management Board of this authority shall be subject to the approval of the Supervisory Board.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

The chairman then proceeded with the next item of the agenda.

10. Authorization of the Management Board to acquire ordinary shares in the capital of the Company (voting item)

The chairman proposed to the meeting to authorize the Management Board to perform acquisitions by the Company of ordinary shares.

The chairman explained that this authorization concerns acquisitions of up to 10% of the issued share capital of the Company, plus, in case of a material reorganization of the capital structure of the Company an additional 10%. The acquisitions can take place by any means, for example through derivative products, purchases on any stock exchange, through any private purchase, or through a block trade. The price per share in case of such acquisitions must be between one US Dollar cent and an amount which is not higher than 110% of the average market price of such ordinary shares on NASDAQ. The authorization will be in effect for a period of eighteen (18) months as from today.

The chairman noted that the General Meeting has granted the same authorization in the AGM held in 2016.



No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

The chairman then proceeded with the next item of the agenda.

11. Questions

The chairman gave the floor to the persons present to ask questions.

No questions were asked about this agenda item.

12. Closing

The chairman thanked all persons present for their participation and then declared the meeting closed.